

# ACORDA THERAPEUTICS, INC.

## Compensation Committee Charter

### **Purpose**

The purpose of the Compensation Committee is to assist the Board of Directors in the discharge of its responsibilities relating to (i) compensation of the Company's executive officers and directors, (ii) administration of the Company's equity-based and incentive plans, and (iii) such other matters relating to compensation of executive officers and directors and employee benefit plans of the Company as shall be delegated from time to time by the Board of Directors.

### **Structure and Membership**

*Number.* The Compensation Committee shall consist of at least three members of the Board of Directors, but not fewer than the number required by any applicable rules and regulations of the Securities and Exchange Commission ("SEC") or The Nasdaq Stock Market.

*Independence.* Except as otherwise permitted by the applicable rules of the Securities and Exchange Commission ("SEC") or The Nasdaq Stock Market, each member of the Compensation Committee shall be an "independent director" as defined by the applicable SEC and NASDAQ rules for directors as well as members of the Committee.

*Non-Employee and Outside Director.* Each member of the Compensation Committee shall qualify as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended. Each member of the Compensation Committee shall qualify as an "outside director" as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder.

*Chair.* Unless the Board of Directors elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.

*Compensation.* The compensation of Compensation Committee members shall be as determined by the Board of Directors.

*Selection and Removal.* Members of the Compensation Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominations and Governance Committee. The Board of Directors may remove members of the Compensation Committee from such committee, with or without cause.

## **Authority and Responsibilities**

*General.* The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

*Human Resources and Compensation Strategies.* The Compensation Committee shall oversee and periodically evaluate the Company's overall human resources compensation structure, policies and programs, and assess whether (i) such structure, policies and programs establish appropriate incentives and leadership development opportunities for management and other employees and (ii) the Company's compensation structure, policies and programs encourage the Company's employees to take unnecessary and excessive risks that could harm the Company.

*Executive Officer Compensation.* The Compensation Committee, or a majority of the independent members of the Board of Directors, shall at least annually (i) review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO) and the Company's other executive officers, (ii) evaluate the CEO's and the other executive officers' performance in light of goals and objectives previously approved, and (iii) review and approve, or recommend for approval by the Board of Directors, the compensation of the Company's CEO and the Company's other executive officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee or independent members of the Board of Directors shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years. The Compensation Committee or the independent directors of the Board of Directors, as the case may be, shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its or their discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation.

*Plan Recommendations and Approvals.* The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to the adoption, modification or termination of incentive-compensation plans and equity-based plans. In addition to any recommendation provided by the Compensation Committee to the full Board of Directors, the Compensation Committee, or a majority of the independent directors of the Board of Directors, shall approve any compensation plans (and amendments thereto) for which stockholder approval is not sought.

*Administration of Equity-Based Plans.* Subject to the stockholder approval requirements set forth in the rules of The Nasdaq Stock Market, the Compensation Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company's current or future stock option, stock incentive, employee stock purchase and other equity-based plans, including, without limitation, the authority to approve, amend, modify, and interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; [*provided, however,* that, except as otherwise expressly authorized to do so by a plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan.] To the extent permitted by applicable law, the rules of The Nasdaq Stock Market, and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.

*Director Compensation.* The Compensation Committee shall establish compensation policies and practices for directors for service on the Board and its committees and shall annually review and make recommendations to the Board of Directors with respect to director compensation.

*Compensation Discussion and Analysis; Compensation Committee Report on Executive Compensation.* The Compensation Committee shall oversee the preparation of the Company's compensation-related disclosures to be included in the Company's annual report or proxy statement under applicable SEC rules and regulations. The Compensation Committee shall also review and discuss with the Company's management the Compensation Discussion and Analysis required by Item 402(b) (or any successor provision) of SEC Regulation S-K. Based on such review and discussion, the Compensation Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of stockholders. The Compensation Committee shall provide the required Compensation Committee Report for the Company's annual report or proxy statement for an annual meeting of the Company's stockholders, which report shall contain the statements required by the SEC's rules and regulations applicable to such reports.

*Compensation Committee Report on Repricing of Options/SARs.* If during any year of the Company (while the Company is a reporting company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the "*Exchange Act*")) any adjustment or amendment is made to the exercise price of any stock option or stock appreciation right previously awarded to a "named executive officer" (as such term is defined from time to time in Item 402(a)(3) of SEC Regulation S-K), the Compensation Committee shall furnish any report required by under SEC Regulation S-K in the proxy statement for the annual meeting of security holders following such fiscal year.

*Executive Succession Planning and Leadership Development.* The Compensation Committee shall review senior management selection and oversee executive succession planning. As part of this process, the Committee will review the leadership development process for senior management positions. The Committee also shall periodically review compensation, incentive and other programs to promote such development.

*Director and Executive Stock Ownership.* If deemed appropriate by the Board of Directors, from time to time, the Compensation Committee will develop guidelines for the ownership of the Company's stock by directors and executive officers, and, if developed, shall monitor compliance with such guidelines.

*Advisory Votes on Executive Compensation.* The Compensation Committee shall review the results of any advisory stockholder votes on executive compensation ("say-on-pay votes") and recommend to the Board how to respond, if appropriate, to such votes. Further, the Compensation Committee shall recommend for approval by the Board how frequently the Company should permit stockholders to have say-on-pay votes, taking into account the results of any prior stockholder votes regarding the subject.

*Additional Powers.* The Compensation Committee shall have such other duties, and be authorized to take such other actions, as may be delegated from time to time by the Board of Directors or as may be required to be performed by it under applicable law or the listing standards of The Nasdaq Stock Market, in each case to the extent not inconsistent with this charter.

## **Procedures and Administration**

*Meetings.* The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.

*Subcommittees.* The Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and an "outside director," as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder), unless otherwise prohibited by applicable law or the listing standards of The Nasdaq Stock Market.

*Reports to Board.* The Compensation Committee shall report regularly to the Board of Directors.

*Charter.* The Compensation Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

*Consulting Arrangements.* The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms, provided that prior to retaining any such consultant the Compensation Committee shall conduct the independence review described below. The Compensation Committee shall also have authority to commission compensation surveys or studies as the need arises. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants as established by the Compensation Committee.

*Other Advisors.* The Compensation Committee shall have the authority, without further action by the Board, to engage such legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities, provided that prior to retaining any such consultant the Compensation Committee shall conduct the independence review described below. Such advisors may be the regular advisors to the Company. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Compensation Committee.

*Independence Review.* The Compensation Committee may retain, and receive advice from, compensation consultants and legal, accounting and other advisers (other than in-house legal counsel) only after taking into consideration the following factors:

- The provision of other services to the Company by the firm that employs the compensation consultant or legal, accounting or other adviser;
- The amount of fees received from the Company by the firm that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the firm that employs the compensation consultant or legal, accounting or other adviser;
- The policies and procedures of the firm that employs the compensation consultant or legal, accounting or other adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant or legal, accounting or other adviser with a member of the compensation committee;
- Any stock of the Company owned by the compensation consultant or legal, accounting or other adviser; and
- Any business or personal relationship of the compensation consultant or legal, accounting or other adviser or the firm employing the adviser with an executive officer of the Company.

The Compensation Committee may select, or receive advice from, any adviser it chooses, including ones that are not independent, after considering the independence factors set forth above.

The Compensation Committee is not required to conduct an independence assessment for an adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Securities and Exchange Commission Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

*Investigations.* The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Compensation Committee or any advisors engaged by the Compensation Committee.

*Annual Self-Evaluation.* At least annually, the Committee shall evaluate its own performance.

Approved June 2013